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OF COUNSEL
URBAN A. LESTER

May 18, 1999

RECORDATION NO. 17077-F FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

MAY 20 '99

11-45AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated January 26, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 17077.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

BNSF



PATRICK J. OTTENSMEYER
*Vice President - Finance
and Treasurer*

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

Direct Dial (817) 352-2202
Facsimile (817) 352-2279

January 26, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

RECORDATION NO. **17077-F**

FILED

MAY 20 '99

11-45AM

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives and/or rail cars identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: 

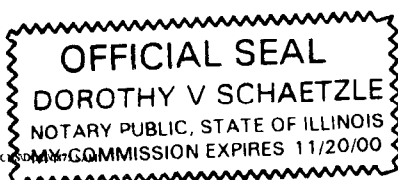
Patrick J. Ottensmeyer

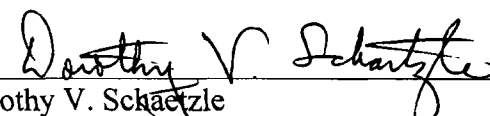
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 26TH day of January, 1999, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on January 26, 1999, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

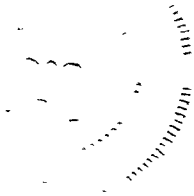



Dorothy V. Schaezle
Notary Public
My Commission Expires: 11/20/2000

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Statement of Change in Reporting Marks and Road Numbers", dated January 26, 1999 by Burlington Northern and Santa Fe Railway Company is a true and complete copy of the original thereof.

Certified this 18th day of May, 1999



Kim L. Bartman
NOTARY PUBLIC

My commission expires. 3-31-2000

RECORDATION NUMBER: 17077

Equipment Description:

Number of Units.

fifteen (15)

Model:

Locomotives

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 2961

BNSF 2961

BN 2968

BNSF 2968

BN 2969

BNSF 2969

BN 2970

BNSF 2970

BN 2971

BNSF 2971

BN 2972

BNSF 2972

BN 2973

BNSF 2973

BN 2974

BNSF 2974

BN 2975

BNSF 2975

BN 2976

BNSF 2976

BN 2977

BNSF 2977

BN 2978

BNSF 2978

BN 2979

BNSF 2979

BN 2980

BNSF 2980

BN 2981

BNSF 2981